
ETHICS CHARTER

Appendix to the Internal Regulations

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PREAMBLE

A Message from the President

Trust is at the heart of DistriCenter's success. It is what connects us to our customers, unites our teams, and sustains our relationships with our partners. To preserve and strengthen this trust, we must collectively commit to acting with integrity and responsibility.

This is the purpose of our Ethics Charter. It serves as our compass and must guide our decisions and actions on a daily basis. This document formalizes the fundamental principles governing the way we conduct our business, beyond mere compliance with laws and regulations, and reflects DistriCenter's culture and values: Simplicity, Movement, Commitment, Clarity, and Team Spirit.

The Ethics Charter therefore defines our commitments and expectations around three essential pillars:

Our responsibility toward our employees: Our greatest asset is the women and men who make DistriCenter what it is. Our company is committed to ensuring a safe, respectful, and inclusive working environment where everyone can thrive.

Our integrity in business conduct: We apply a zero-tolerance policy toward corruption and influence peddling. We expect all employees and partners to share and uphold these same standards, and to commit to applying the ethical principles set out in this document.

Our commitment to the environment: The environmental challenges facing our industry compel us to innovate in order to reduce our ecological footprint, optimize the use of resources, and promote a more sustainable economy. This is a commitment we share with our partners, customers, and employees so that we can make progress together.

This Ethics Charter concerns everyone. I hope that each of you will embrace it, bring it to life, and uphold it with conviction. By acting with integrity in all circumstances, we will continue to earn the trust of our stakeholders and make DistriCenter a company we are proud of.

Edouard DESPREZ

Objectives of the Charter

The Ethics Charter formalizes ethical principles and commitments based on integrity, respect for individuals, fairness in business relationships, transparency, and environmental responsibility, which guide our company in all its activities as well as each employee in the daily practice of their work.

It provides a common framework of reference for everyone in order to ensure responsible, ethical, and law-abiding business conduct.

It forms part of the company's Corporate Social Responsibility (CSR) policy and contributes to DistriCenter's sustainable performance.

Recipients of the Charter and the roles of each

The Ethics Charter applies to all company employees, whether permanent or temporary, as well as temporary agency workers and staff made available to the company, regardless of their position within the organization. It also applies to anyone representing DistriCenter, in France and abroad.

DistriCenter or "the company" refers to all companies belonging to the DistriCenter Economic and Social Unit (UES), whose scope is defined by collective agreement.

The Ethics Charter is incorporated into the company's Internal Regulations, displayed in the workplace, and systematically communicated to new employees upon hiring.

It is also available on the website www.districenter.fr in both French and English, so that all stakeholders may become aware of the fundamental principles and values upheld by our company.

Role of management

Due to their position, managers must set an example through their behavior and management practices. DistriCenter expects them to promote the values and commitments of the Ethics Charter every day.

Managers are also responsible for ensuring the implementation of the principles of the Charter within the company:

- They must ensure that it has been read and understood by members of their team and by new employees.
- They must encourage ethical behavior within their teams.
- They must remain available to answer employees' questions regarding the application of the Charter. If a manager, after consulting the Charter, is unsure how to respond, they must direct the employee to DistriCenter's Compliance Officer.
- They must never advise, implicitly or explicitly, that the rules of the Charter be disregarded.

Role of employees

Employees are required to read this Charter carefully in order to fully understand and adopt its contents.

Ethics is everyone's responsibility and must be reflected in relationships between employees as well as in relationships with third parties (customers, suppliers, service providers, etc.). Their commitment to upholding our values and implementing the principles of integrity and fairness set out in this Charter is essential for DistriCenter to continue growing and to protect its image and reputation.

The Ethics Charter is intended to help each employee act with integrity, guide them, and support their daily decisions. It encourages employees to reflect on the appropriate conduct to adopt in potentially sensitive situations encountered in the course of their professional activities.

The Charter cannot however address every situation employees may face. If an employee encounters an ethical issue not specifically covered in this document, they are expected to use reflection, common sense, and good judgment while referring to the core principles of the Charter. They may ask themselves the following questions:

- Is this, in my opinion, legal?
- Is the situation consistent with DistriCenter's Ethics Charter?
- Are the company's internal procedures being respected?
- Would I feel comfortable if my decision and actions became known inside or outside the company?

If the answer to any of these questions is negative, the employee must contact their line manager (the preferred point of contact whenever possible) or DistriCenter's Compliance Officer to seek guidance and advice. Where appropriate, or when the seriousness of the situation requires it, the employee may also confidentially use the Whistleblowing System described at the end of the Charter.

Updating the Charter

The Ethics Charter is part of a continuous improvement approach and may be revised in accordance with changes in regulations, company activities, societal standards and expectations, or lessons learned from experience. The updated version is systematically shared with all employees.

DistriCenter encourages feedback from the field and suggestions for improvement in order to strengthen the relevance and impact of its commitments.

BEING A RESPONSIBLE EMPLOYER

DistriCenter guarantees all its employees respect for human rights, labor laws, and social regulations across all of its activities.

Health and safety

The company is committed to providing a healthy and safe working environment, preventing occupational risks, and promoting the physical and mental well-being of its employees. It is also committed to promoting well-being at work, respecting employees' right to disconnect, and preserving a healthy work-life balance.

The company is engaged in a continuous improvement approach on all these issues and encourages employees to report, for themselves or for their colleagues, any accident, incident, or behavior likely to constitute a risk to health and/or safety in the workplace, as well as any difficulties relating to working conditions, to their management.

Combating harassment, promoting diversity and fairness

What is harassment?

Harassment consists of repeated statements or behaviors, or serious pressure even if not repeated, which either undermine an employee's dignity because of their degrading or humiliating nature, or create an intimidating, hostile, or offensive environment for them.

DistriCenter will not tolerate any form of violence, including psychological and/or sexual harassment, or behavior likely to humiliate or undermine the dignity, respect, and rights of others.

Any form of discrimination based in particular on gender, origin, age, disability, sexual orientation, etc., or any unfair treatment, is also prohibited.

The company is committed to promoting diversity within its workforce and ensuring equal opportunities from recruitment and throughout employees' professional careers, including training, career development, job retention, and working conditions in general.

Skills development and career management

DistriCenter encourages the development, adaptation, and advancement of employees' skills and careers. Regular training sessions, development interviews, and internal mobility opportunities are offered to promote employability and personal fulfillment.

Social dialogue

DistriCenter values social dialogue and the active participation of all employees in company life. The company believes that everyone, through their experience, can contribute to improving working conditions and overall performance.

It is committed to communicating with, consulting, and involving employee representatives on matters concerning employees' interests in a regular, open, and constructive manner.

Protection of personal data

The company is committed to respecting employees' privacy and protecting the confidentiality of their personal data.

In compliance with the General Data Protection Regulation (GDPR) and its related legal obligations, DistriCenter undertakes to collect only the personal data of employees necessary for the proper functioning of its activities.

Each employee has rights regarding their personal data (access, rectification, objection, deletion, etc.), which may be exercised under the conditions provided for by the applicable regulations.

The company ensures that such data is disclosed only to authorized persons and does not use employees' images in public communications without their explicit consent.

It is committed to protecting this data to the best possible standard, relying on the highest security standards, and to destroying it once it no longer serves any legal or professional purpose.

All of these provisions are set out in the DistriCenter IT Charter incorporated into the Internal Regulations, displayed in all workplaces, and communicated to new employees upon hiring.

ENGAGING OUR EMPLOYEES AND PARTNERS

Corruption and influence peddling

What is corruption?

Corruption consists of offering or granting an undue advantage to a private or public decision-maker, as well as soliciting or accepting such an advantage in exchange for a favor.

What is influence peddling?

Active influence peddling consists of giving something of value to a person (an intermediary) so that they use their influence. Passive influence peddling consists of receiving something of value from a third party for the purpose of using one's influence.

DistriCenter formally prohibits all forms of corruption (bribery, facilitation payments, fraudulent commissions, etc.) and both active and passive influence peddling. Such behavior is entirely contrary to the company's values and is subject to a zero-tolerance policy regardless of the circumstances.

Each employee must demonstrate integrity, honesty, fairness, and transparency in the exercise of their professional duties and in all circumstances.

Employees therefore undertake never to accept or solicit any benefit of any kind (donations, gifts, money, invitations, etc.) from a supplier, employee, trade union, public official, competitor, etc., in exchange for an act in connection with their role. Likewise, they undertake never to offer or propose any advantage to anyone in order to obtain a favor or influence a decision.

Employees are also prohibited from offering or giving money or anything else of value to an intermediary so that they may use their influence with a third party in order to obtain an advantage or decision.

Fraud

What is fraud?

Fraud refers to acts intended, through the deliberate circumvention of internal rules, contractual obligations, or laws, to obtain an undue material or moral benefit (such as valuable information).

Any act of fraud (misappropriation of funds for personal enrichment, identity theft, etc.) is punishable and formally prohibited, regardless of the reason.

Conflicts of interest

What is a conflict of interest?

Employees are in a situation of conflict of interest when they are faced with two divergent interests: their personal interests (financial, moral, family-related, friendships, etc.), which may affect the objectivity of their decision, on the one hand, and the interests of the company on the other hand.

DistriCenter expects its employees to avoid conflicts of interest and to act in the company's best interests at all times within the professional context.

Employees must immediately inform their line management of any actual or potential conflict of interest so that the situation can be analyzed and appropriately addressed.

For example, it is prohibited to make a decision regarding a supplier that is wholly or partially motivated by an interest other than that of the company, to favor a candidate or service provider during a recruitment process or tender due to relationships that could constitute a conflict of interest, or to hold an interest or position in an entity that is a supplier, customer, or partner of DistriCenter without declaring it.

Gifts and invitations

As a matter of principle, and in order to avoid influencing the recipient in favor of the giver, employees must neither receive nor offer material goods, money, services, entertainment, travel, or any other personal benefit in the context of a business relationship.

Employees may, by way of exception, offer or receive gifts or invitations of **reasonable** and **symbolic** value (such as a lunch, a box of chocolates or tea, ...) and are exchanged in compliance with applicable laws and procedures and **outside of any ongoing negotiation**.

In the event of receiving an invitation, employees must inform their management so that its acceptability can be assessed. Invitations to non-professional events are not permitted.

If an employee receives a gift, it must be handed over upon receipt, directly or through management, to the Headquarters Facility Manager so that it may be shared with other employees or, if it cannot be shared, donated to a charitable organization. Gifts of excessive value will be returned to the sender.

Prevention of money laundering risks

What is money laundering?

Money laundering is a criminal offense consisting in the use of funds derived from criminal activities within the legitimate financial system in order to conceal their illicit origin.

DistriCenter ensures that all information contained in its financial or legal documents is accurate and truthful.

The company is particularly vigilant in ensuring the legality of the businesses with which it works. Internal procedures have been implemented to comply with legal limits on cash payments in stores and measures have been taken to limit the use of large denomination banknotes.

These commitments are essential to the honest, efficient, and lawful conduct of its activities.

Respect for intellectual property rights

DistriCenter is committed to respecting third parties' rights over creations protected under applicable regulations. Awareness campaigns and training sessions are regularly carried out with our design and purchasing teams and with our suppliers to ensure compliance with these rights.

The company prohibits knowingly copying an original creation belonging to a third party and continuing to market a product identified as infringing third-party rights.

Fair competition

DistriCenter undertakes to comply with all applicable competition regulations wherever the company operates.

Our partners are selected fairly based on the quality of their offer and their ability to comply with our ethical principles, through open and transparent tendering processes and without any form of favoritism.

Supplier Code of Conduct

The company requires its textile and footwear suppliers and their subcontractors to uphold and comply with the values and principles defined in its Code of Conduct, particularly in the areas of business ethics, respect for human rights, and environmental protection.

As an integral part of the Supplier Specifications, the Code of Conduct is systematically provided for signature to all suppliers with whom DistriCenter maintains contractual relationships.

The company implements verification procedures to ensure suppliers comply with these requirements. It reserves the right to stop working with any partner who fails to meet them. It also prohibits onboarding any supplier who refuses to commit to the principles outlined in this Code of Conduct.

Business confidentiality

Employees undertake to protect confidential or sensitive company information and data of which they may become aware, whether relating to DistriCenter, its employees, customers, or suppliers.

Since disclosing or misusing such information may harm the company, employees must seek guidance from their management regarding what may be communicated externally, whether during events, with family or acquaintances, or on social media, websites, etc. As a general rule, if an employee possesses information that the company has not publicly disclosed, this information must be considered internal and therefore confidential.

Responsible communication

DistriCenter respects its employees' freedom of expression.

However, the company asks employees to respect its image and reputation and to communicate in a measured, honest, and loyal manner regarding subjects directly or indirectly related to the company's activities, whether in conversation or on social media, websites, or online forums.

If an employee wishes to speak during a public discussion or debate, they must make it clear that they are speaking in a personal capacity and not as a representative of DistriCenter.

Responsible use of company assets

The company asks employees to ensure the respectful and responsible use of the resources made available to them, such as IT equipment (computers, screens, copiers, etc.), office equipment (desks, chairs, etc.), company vehicles, and similar resources.

As a general principle, these resources must not be used for personal purposes.

RESPECTING OUR CUSTOMERS

Product quality and safety

Customer satisfaction and trust are a priority for DistriCenter. The company therefore ensures that the products and packaging it designs and markets comply with all applicable quality and safety standards and regulations and do not pose any risk to human health.

These requirements are outlined in the specifications provided to and signed by all suppliers working with the company. The company's Quality Department implements appropriate controls to ensure compliance with these requirements. If a product is identified as dangerous to customers, its sale is prohibited.

At the same time, DistriCenter has established internal procedures to effectively manage customer complaints relating to potential health or safety issues.

Transparency and information

DistriCenter undertakes to comply with applicable consumer protection laws and to provide clear, honest, fair, and accessible information about its products.

The company prohibits any form of false or misleading commercial or advertising communication and refrains from exploiting customers' credulity or lack of product knowledge.

DistriCenter also undertakes not to undermine the dignity of individuals in its communications and not to portray degrading stereotypes.

Customer service

The company guarantees a respectful welcome to visitors in its stores, attentive listening, and fair handling of customer requests, complaints, and returns.

DistriCenter also encourages the adaptation of its stores and website to ensure accessibility for people with disabilities.

Protection of personal data

The company respects its customers' privacy and undertakes to protect their personal data in compliance with the applicable General Data Protection Regulation (GDPR).

It undertakes to ensure that:

- Only personal data strictly necessary for business activities is collected.
- Customers are fully informed about the nature of the personal data collected and how it will be used.
- Collected data is shared internally only with authorized persons. Data may be transmitted to service providers acting on behalf of DistriCenter, in strict compliance with the GDPR and on the basis of contracts governing their services.

- Customers can easily contact the company in order to exercise their rights regarding their personal data (access, amendment, deletion, objection, etc.), in accordance with applicable regulations.
- Technical and organizational measures are implemented to ensure the security and confidentiality of each individual's personal data. Data hosting takes place within a European Union country, ensuring a high level of security and protection.

PRESERVING NATURAL RESOURCES

Concerned about protecting our planet and its natural resources, DistriCenter is committed to engaging its stakeholders in environmental preservation.

The company ensures compliance with all environmental standards and legislation applicable to its activities.

Beyond this, as part of its CSR strategy, the company aims to:

- Fight against climate change and reduce the carbon footprint of its activities.
- Create and design products and packaging that are more environmentally friendly by prioritizing quality, sustainable fibers and materials (from sustainable or organic agriculture, recycled materials, or low-impact materials), and less polluting treatments and manufacturing processes throughout their life cycle.
- Improve the environmental performance of its entire value chain by working on energy efficiency and renewable energy, pollution reduction, waste management, and biodiversity preservation.
- Promote the circular economy within the textile industry.

Each employee has a role to play and can take daily action at their own level to help the company achieve its objectives.

IMPLEMENTATION OF THE CHARTER

Ethics Committee

The company relies on its Ethics Committee to ensure the proper implementation of the Ethics Charter. The Committee is composed of the President, the Head of Human Resources, the Head of Legal, the Chief Financial Officer, and the CSR Manager (Compliance Officer).

Its mission is to:

- Promote the principles set out in the Charter, notably by coordinating awareness and training initiatives, and ensure their implementation.
- Manage the Whistleblowing System and collect, analyze, and process reports.
- Monitor and assess the company's compliance policy regarding business ethics.
- Make proposals to develop best practices in this area.

Ethics awareness and training across teams

The company has defined and implemented a mandatory ethics awareness program for all employees, including in particular the "[Guide to Ethical Best Practices](#)" as well as presentations and/or specific training modules where necessary.

Through practical scenarios, relevant examples, and best practices adapted to different professions, this program aims to help teams understand what is expected and guide their actions in compliance with DistriCenter's ethical principles.

At the same time, the company undertakes to regularly inform employees about the available reporting procedures and encourages a culture of transparency.

Need clarification?

If, despite the information provided, an employee still has questions regarding the content or implementation of the Charter, they should first discuss the matter with their management or, where appropriate, contact the company's Compliance Officer.

Sanctions in the event of non-compliance

For employees, failure to comply with the rules and principles set out in the Ethics Charter constitutes a breach of contract. Depending on the circumstances, such failure may result in disciplinary measures or sanctions as provided in DistriCenter's Internal Regulations, ranging from a warning to dismissal, in accordance with applicable laws and regulations, independently of any civil or criminal proceedings that may arise from the offenses identified.

For business partners, failure to comply with the rules and principles set out in the Ethics Charter may lead DistriCenter to terminate the business relationship and/or initiate legal proceedings where appropriate.

WHISTLEBLOWING PROCEDURE

Whistleblowers

A report may be made by a DistriCenter employee as well as by any interested third party, including former employees or job applicants when the information was obtained through their professional relationship with the company, company shareholders, external or occasional collaborators, contractors, and subcontractors.

Reporting

Every employee or interested third party has the right to report, in good faith and without direct financial compensation, any behavior or situation that appears potentially non-compliant with this Charter, as well as any unlawful conduct of which they have direct knowledge.

This right may in particular be used to report:

- A crime or offense,
- A serious threat or harm to the public interest,
- A serious and manifest violation of the law or regulations,
- Conduct or situations contrary to DistriCenter's Ethics Charter (corruption, fraud, harassment, anti-competitive practices, discrimination, significant environmental harm, embezzlement of funds, etc.)

The facts and information provided must be **serious, truthful**, and not covered by confidentiality obligations imposed by laws or regulations (national defense secrecy, judicial secrecy, medical confidentiality, investigation secrecy, attorney-client privilege).

The report must be **clear** and **detailed** and provide **sufficient information** to enable an investigation to be conducted. In particular, it must describe the precise facts, dates, locations, persons involved and include all supporting documents capable of substantiating the facts, regardless of their form or medium.

The report may concern facts that have occurred or are likely to occur.

Whistleblowing System available

An internal Whistleblowing System is available to all employees to allow them to make reports securely and without fear of retaliation.

However, this system **does not replace traditional employee communication channels such as management, the Human Resources department, or employee representatives. It constitutes a last resort when the situation so requires.**

Employees may submit a report to the Ethics Committee by email at: comite-ethique@districenter.tm.fr. Oral reports are excluded from the system.

As a general rule, whistleblowers must identify themselves, although their identity will be treated with the strictest confidence. Exceptionally, anonymous reports may be accepted. In such cases, whistleblowers may use, for example, an email address that does not allow them to be identified.

Processing of reports

The Ethics Committee undertakes to acknowledge receipt of reports within a maximum of 7 days. The whistleblower will receive an acknowledgment by email confirming that the report has been received and is under review.

The Ethics Committee will then assess the admissibility of the report within 15 days. For this purpose, the whistleblower may be asked to provide additional information.

If the report is deemed inadmissible, the whistleblower will be informed and the case closed. The information collected will then be promptly deleted or anonymized following notification of inadmissibility.

If the report is deemed admissible, the whistleblower will be informed, and the case will be handled impartially within a maximum period of two months.

An investigation will then be carried out to verify the validity of the report, either internally under the responsibility of the Ethics Committee, or by a third party specializing in investigations if the nature of the facts justifies it.

Once the report has been verified, if corrective measures are required, the Ethics Committee will contact the relevant management line to recommend the measures to be implemented. In the event of confirmed misconduct, the employee concerned may be subject to disciplinary or legal proceedings.

Information collected and processed during the investigation is retained until the end of the procedure. At the conclusion of the procedure, the data is promptly deleted or anonymized and, in exceptional cases where necessary, archived confidentially and securely in accordance with applicable regulations.

The whistleblower will be informed in writing, once the report has been processed, of the action taken and the closure of the case.

Confidentiality

Throughout the processing of the report, the Ethics Committee is bound by a strict obligation of confidentiality regarding the reported facts, as well as the personal data of the whistleblower and the person(s) or third parties implicated or mentioned in the report.

The Ethics Committee will pay particular attention to ensuring that the identity of the whistleblower is not disclosed to persons likely to be subject to an investigation.

The company undertakes to process all collected data in strict compliance with the General Data Protection Regulation (GDPR).

Protection of whistleblowers

Whistleblowers are protected under the conditions provided by French Law No. 2016-1691 of December 9th, 2016, relating to transparency, anti-corruption measures, and the modernization of economic life (known as the “Sapin II” law), and French Law No. 2022-401 of March 21st, 2022, aimed at improving the protection of whistleblowers (known as the “Waserman” law).

The good-faith use of the Whistleblowing System may not expose its author to disciplinary sanctions, retaliatory measures, threats, or any other adverse consequences, even if the reported facts subsequently

prove to be inaccurate. Individuals responsible for retaliatory measures are subject to disciplinary sanctions.

Conversely, abusive use of the Whistleblowing System for defamatory purposes may expose its author to disciplinary sanctions and legal proceedings.

Other possible reporting channels

Although internal reporting is encouraged as a first step, other channels may also be used to report wrongdoing.

External reporting to the judicial authorities, competent national authorities, or the Defender of Rights is also possible.

For more information, the Defender of Rights¹ provides the [Whistleblower Guide - 2023](#).

¹ *An independent administrative authority, enshrined in the Constitution, responsible for upholding the rights and freedoms of citizens.*

FINAL PROVISIONS

This Charter was submitted for review to the members of the Social and Economic Committee (CSE). It enters into force on 15/07/2026. It is incorporated into the company's Internal Regulations after completion of all formalities required in the event of amendments to the Internal Regulations. Furthermore, it is brought to the attention of employees.

This Charter may be amended in accordance with changes in regulations, company activities, societal standards and expectations, or lessons learned from experience. All users will be informed of any updates and may consult them through the communication channels made available by DistriCenter.

Done at Cesson-Sévigné,

On 29 May 2026,

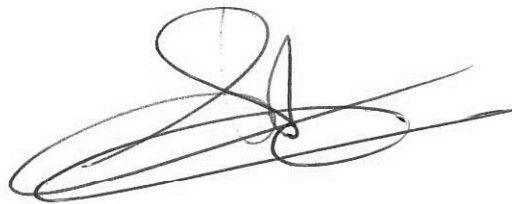
Edouard DESPREZ

President

A stylized, handwritten signature in black ink, featuring a large, sweeping loop at the top and a series of fluid, connected strokes below.

Pierre DESPREZ

General Manager

A handwritten signature in black ink, characterized by a large, horizontal oval shape at the base and several overlapping loops and strokes above it.

DistriCenter

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